

KABURECK GARY R
 Form 5
 January 31, 2006

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
KABURECK GARY R

2. Issuer Name and Ticker or Trading Symbol
XEROX CORP [XRX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Vice Pres. & Chief Accountant

P. O. BOX 1600, 800 LONG RIDGE ROAD

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

STAMFORD, CT 06904

(City) (State) (Zip)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------------|--|--|---|
| Common Stock | 01/03/2005 | ^ | J ⁽¹⁾ | 6,333 | A | \$ 0 (3) | 12,693.036 | D | ^ |
| Common Stock | 01/03/2005 | ^ | F ⁽¹⁾ | 2,515 | D | \$ 0 (3) | 10,178.036 | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 3,515.18 | I | Employee Stock Ownership Plan |
| | 01/03/2005 | ^ | J ⁽¹⁾ | 6,333 | D | | 12,667 | D | ^ |

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Incentive Stock Rights \$ 0
(3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---------------------|---|----------------------------|
| | | | | | | Date Exercisable (A) | Expiration Date (D) | | |
| Stock Option | \$ 4.75 | Â | Â | Â | Â Â | 01/01/2002 ⁽²⁾ | 12/31/2010 | Common Stock | 10,500 |
| Stock Option | \$ 7.885 | Â | Â | Â | Â Â | 01/01/2004 ⁽²⁾ | 12/31/2012 | Common Stock | 23,400 |
| Stock Option | \$ 10.365 | Â | Â | Â | Â Â | 01/01/2003 ⁽²⁾ | 12/31/2011 | Common Stock | 14,100 |
| Stock Option | \$ 21.7812 | Â | Â | Â | Â Â | 01/01/2001 ⁽²⁾ | 12/31/2009 | Common Stock | 3,310 |
| Stock Option | \$ 25.8125 | Â | Â | Â | Â Â | 03/01/2003 | 12/31/2009 | Common Stock | 2,081 |
| Stock Option | \$ 59.4375 | Â | Â | Â | Â Â | 01/01/2000 ⁽²⁾ | 12/31/2006 | Common Stock | 414 |
| Stock Option | \$ 59.4375 | Â | Â | Â | Â Â | 01/01/2000 ⁽²⁾ | 12/31/2008 | Common Stock | 2,600 |
| Stock Option | \$ 13.685 | Â | Â | Â | Â Â | 01/01/2005 ⁽²⁾ | 12/31/2011 | Common Stock | 31,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

KABURECK GARY R
P. O. BOX 1600
800 LONG RIDGE ROAD
STAMFORD, CT 06904

Â Â Â Vice Pres. & Chief Accountant Â

Signatures

K.W. Fizer,
Attorney-In Fact

01/31/2006

__Signature of Reporting
Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Vesting of incentive stock rights.
- (2) Options vest over three years, 33.3% per year beginning in year shown.
- (3) Not Applicable

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